Edgar Filing: CITIZENS & NORTHERN CORP - Form 4

CITIZENS & Form 4 January 07, 20 FORM Check this if no longe subject to Section 16 Form 4 or Form 5 obligations may contin	hingto GES I SECU 5(a) of ility H	on, IN I UR the lold	ND EX(D.C. 20) BENEFI ITIES Securit ing Con Compan	OMB APPROVAL OMB 3235-0287 Number: January 31, 2005 Estimated average burden hours per response 0.5								
<i>See</i> Instruction 30(h) of the Investment Company Act of 1940 1(b).												
(Print or Type Ro 1. Name and Ad LITCHFIEL	ldress of Reporting Pe	_	2. Issuer Symbol CITIZE [CZNC]	NS & 1		Ticker or			5. Relationship of Issuer (Chec	Reporting Pers k all applicable		
(Last) (First) (Middle) 3. Date o				of Earliest Transaction /Day/Year)					X Director 10% Owner X Officer (give title Other (specify below) below) President & C.E.O.			
Filed(Mor					endment, Date Original nth/Day/Year)				 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 			
(City)	(State) (Z	Zip)	Tabl	e I - No	n-D	erivative	Secur	ities Aca	Person uired, Disposed of	or Reneficial	ly Owned	
			ed Date, if	3. Transa	ictio	4. Securit n(A) or Di (Instr. 3,	ties Ao spose	cquired d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of	
Common	01/03/2008			Code $A^{(1)}$	V	Amount 461	(D) D	Price \$	(Instr. 3 and 4) 486	D		
Stock								17.67 \$				
Stock	01/03/2008			A <u>(2)</u>		430	А	Ф 17.67	916 <u>(3)</u>	D		
Stock	01/03/2008			J <u>(4)</u>		461	А	\$ 17.67	29,051 <u>(5)</u>	D		
Common Stock	01/03/2008			A <u>(1)</u>		35	D	\$ 17.67	40	Ι	Wife	
Common Stock	01/03/2008			A <u>(2)</u>		35	А	\$ 17.67	75 <u>(3)</u>	Ι	Wife	

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Common	01/03/2008	I (4)	35	٨	\$	5,567 ⁽⁵⁾	т	Wife
Stock	01/03/2008	J <u>(-)</u>	33	A	17.67	5,507 <u>(6)</u>	1	wne

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

01/07/2008

Date

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transacti	5. orNumber	6. Date Exerce Expiration D		7. Titl Amou		8. Price of Derivative	9. Nu Deriv
Security	or Exercise	(any	Code	of	(Month/Day/		Under		Security	Secu
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)		`````	i cui)	Securi		(Instr. 5)	Bene
(msu. 5)			(Wolith/Day/Teal)	(Insu. o)						(msu. 5)	
	Derivative				Securities			(instr.	. 3 and 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
					4, and 5)						
									Amount		
									or		
						Date	Expiration	Title	Number		
						Exercisable	Date		of		
				Code V	(A) (D)				Shares		
				Code v	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships								
	Director	10% Owner	Officer	Other					
LITCHFIELD CRAIG G 33 WEST AVENUE WELLSBORO, PA 16901	Х		President & C.E.O.						

Signatures

Jessica R. Brown for Craig G. Litchfield under Power of Attorney dated 8/23/07

**Signature of Reporting Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Release of Restricted Stock granted under Stock Incentive Plan
- (2) Award of Restricted Stock
- (3) Total Restricted Stock Holdings
- (4) Restricted Stock reissued to personal holdings

Reporting Owners

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(5) Total Holdings, including Retirement Plan shares and shares received as a dividend on Restricted Stock, which are not restricted

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.